

RESPIRONICS INC  
Form 8-K  
March 01, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 27, 2006

**Respironics, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

000-16723

25-1304989

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1010 Murry Ridge Lane, Murrysville,  
Pennsylvania

15668-8525

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

724-387-5200

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Top of the Form**

**Item 1.01 Entry into a Material Definitive Agreement.**

On December 13, 2005, Paul L. Woodring and Respironics, Inc. (the Company) amended Mr. Woodring's original employment agreement with the Company, dated March 15, 2002. Effective as of December 13, 2005, Mr. Woodring is employed as Chief Technology Officer, Critical Care Business Unit. This position is not an Executive Officer of the Company. In his new role, Mr. Woodring will receive an annual salary of \$90,000. The term of the amended employment agreement is for one year, and it will be extended automatically for an additional year unless Mr. Woodring or the Company shall advise the other that the term will not be further extended. In any event, Mr. Woodring's employment with the Company will be terminated no later than December 31, 2008. Mr. Woodring was previously President of the Company's Hospital Division.

A copy of the amended employment agreement is attached hereto as Exhibit 10.50.

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**Top of the Form**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Respironics, Inc.

*February 27, 2006*

By: */S/ DANIEL J. BEVEVINO*

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*Name: DANIEL J. BEVEVINO*

*Title: Vice President, and Chief Financial and Principal  
Accounting Officer*

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**Top of the Form**

Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
10.50	Paul Woodring Amended Employment Agreement